



British Empire Cancer Campaign

Memorandum and Articles
of Association

Revised November, 1950



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THE COMPANIES ACTS, 1908 TO 1917

*Company not for Profit, Limited by Guarantee
and not having a Capital divided into Shares.*

Memorandum of Association
OF
British Empire Cancer Campaign

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Memorandum of Association

OF

British Empire Cancer Campaign

1.—The name of the Company (hereinafter referred to as “the Institute”) is “BRITISH EMPIRE CANCER CAMPAIGN”.

2.—The registered office of the Institute will be situate in England.

3.—The objects for which the Institute is established are :—

(a) To attack and defeat the disease of cancer in all its forms, to investigate its causes, distribution, symptoms, pathology and treatment, and to promote its cure.

(b) To exercise all or any of the following powers for the purpose of attaining and in such manner and to such extent as shall further the attainment of the main objects of the Institute :—

(i) To collect, co-ordinate and disseminate medical, scientific or other knowledge, data, statistics and information as to the causation, prevalence, distribution, treatment or cure of or otherwise relating to cancer or any other data, statistics or information as may seem expedient, and to establish a bureau or bureaux for the collection and dissemination of such knowledge, data, statistics and information as aforesaid.

(ii) To print, publish and circulate brochures, pamphlets, leaflets, charts, diagrams or other matter setting forth or dealing with or relating to medical or scientific investigation and research into all forms of cancer and the results thereof.

(iii) To establish, undertake, superintend, administer and contribute to any fund or funds from which donations or advances may be made or to make from time to time out of the general funds of the Institute donations or advances to any person or persons who may be or may be about to be or who may have been engaged in cancer research or in any other occupation which may be considered to be or to have been of value or service in the cause of cancer research or to advance or in any way to have advanced the objects of the Institute.

- (iv) To examine and watch the proceedings of medical, scientific, nursing and other bodies, associations and institutions in the United Kingdom or elsewhere, and to co-operate with such bodies.
- (v) To examine, watch, promote, support or oppose any legislation or administrative action affecting or likely to affect the attainment of the main objects of the Institute, and for that purpose to petition any government department or any municipal, local or other authority or body.
- (vi) To establish branches of the Institute in the United Kingdom or elsewhere.
- (vii) To borrow or raise any moneys required for the purposes of the Institute on such terms and with or without security as may be determined.
- (viii) To encourage and induce medical and scientific bodies, associations and institutions of all kinds throughout the British Empire to undertake cancer research in all branches.
- (ix) To give medical, scientific, financial or other advice, assistance and support to any such bodies, associations and institutions as aforesaid or any other bodies, associations and institutions as may seem expedient, and to co-ordinate the work of such bodies.
- (x) To establish and maintain at any place or places in the United Kingdom or elsewhere in the British Empire libraries of books, reviews and other publications of all kinds, and to sell books, reviews and other publications bearing on the disease of cancer.
- (xi) To hold or associate with, support and attend periodical and other congresses, conferences and public meetings calculated, directly or indirectly, to advance the cause of cancer research and to issue reports concerning the same.
- (xii) To institute public lectures in all parts of the British Empire by approved persons upon the subject of cancer or any allied or other subject or subjects as may seem expedient.
- (xiii) To enlist the co-operation of the public press in all parts of the world.
- (xiv) To establish competitions of all kinds calculated to further the objects of the Institute, and to offer and grant prizes, rewards and premiums of such character, on such terms, and generally in such manner as may appear expedient.

- (xv) To establish and maintain a Cancer Research Institute with a highly qualified staff of workers for undertaking and pursuing a combined effort to fight the disease of cancer.
- (xvi) To undertake the administration of any trust funds or the execution of any trust.
- (xvii) To take over and administer (if requested and considered desirable) all or any of the funds and assets and undertake all or any of the liabilities of any Charity or concern having or including objects similar to the objects of the Institute, but so that (except under the authority of a scheme of the Court or of the Charity Commissioners in the case of any Charity) any such funds and assets shall be applied only for the purposes for which the same were respectively collected, subscribed or otherwise acquired.
- (xviii) To collect and organise the collection of funds by advertisements, lectures, entertainments, appeals to the public, and by any other means.
- (xix) Subject, as to land, to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for any of its purposes.
- (xx) To sell, improve, manage, develop, exchange, lease, enfranchise, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Institute, as may be deemed expedient with a view to the promotion of its objects.
- (xxi) To invest any moneys of the Institute not immediately required for the purposes thereof in or upon any stocks, funds, shares, securities or other investments or any of them in such manner as may from time to time be determined, but so that any moneys subject to the jurisdiction of the Charity Commissioners for England and Wales or representing property so subject shall be invested only upon investments authorised by law for the investment of trust funds and with such sanction (if any) as may from time to time be required by law.
- (xxii) To admit persons to membership on such terms and conditions and subject to such payment (if any) as may from time to time be determined by or in accordance with the Articles of Association of the Institute.

- (xxiii) To do such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

4.—In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Ministry of Education, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may by law be required, and as regards any such property the Trustees for the Institute shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner as to the same extent as they would (as such Trustees as aforesaid) have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or of the Charity Commissioners or the Ministry of Education over such Trustees, but they shall, as regards any such property, be subject jointly and severally to such control and authority as if the Institute were not incorporated, and in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

5.—The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Institute.

Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any service actually rendered to the Institute or by way of re-imbursement of payments made or costs, charges or expenses incurred in or about the objects or affairs of or on behalf of the Institute, nor prevent the payment of interest at a rate not exceeding six per cent. per annum on any money lent, or reasonable and proper rent for premises demised or let by any Member to the Institute, but so that (save as aforesaid) no remuneration or other benefit in money or money's worth shall be given by the Institute to any officer, servant or Member of the Institute. But the provision last aforesaid shall not apply to any payment to any company of which a Member may be a member and in which such Member shall not hold more than one-hundredth part of the capital, and any such Member shall not be

bound to account for any share of profits he may receive in respect of any such payment.

6.—No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association of the Institute for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

7.—The Clauses numbered 5 and 6 in this Memorandum contain conditions on which a Licence is granted by the Board of Trade to the Institute in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

8.—The liability of the Members is limited.

9.—Every Member of the Institute undertakes to contribute to the assets of the Institute (in the event of the same being wound up during the time that he is a Member or within one year afterwards) for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the Institute and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1.

10.—If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some Institution or Institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the Institute under or by virtue of Clause 5 hereof, such Institution or Institutions to be determined upon by the Members of the Institute at or before the time of dissolution. And if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

11.—True and proper accounts shall be kept of all sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. The Institute shall publish a yearly account and balance sheet.

THE COMPANIES ACT, 1948

*Company not for Profit, Limited by Guarantee
and not having a Capital divided into Shares.*

Articles of Association
OF
British Empire Cancer Campaign

*(Adopted by Special Resolution passed at an Extraordinary Meeting held
on the 27th day of November, 1950, and approved by the Board of Trade.)*

Articles of Association

OF

British Empire Cancer Campaign

GENERAL

1.—In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

Words	Meanings
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute	The above named British Empire Cancer Campaign.
Grand Council	The Council of Management for the time being of the Institute.
The Office	The registered office of the Institute.
The Seal	The Common Seal of the Institute.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2.—For the purpose of registration the number of the Members of the Institute was taken to be unlimited.

3.—The provisions of Section 110 of the Act shall be observed by the Institute, and every Member of the Institute shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

4.—The Institute is established for the purposes expressed in the Memorandum of Association.

5.—The persons whose names were entered in the Register of Members as Members of the Institute at the date of the adoption of these presents and such other persons as the Institute shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Institute.

6.—Every Member of the Institute shall be held to have agreed to be bound by these presents and any amendments thereto from time to time duly adopted by the Institute and shall be bound to further to the best of his ability the objects and interests of the Institute.

7.—An application for admission to membership of the Institute shall be made to Grand Council in writing and accompanied by payment of the first year's subscription or the single payment referred to in Article 9 hereof, which shall be returned in the event of the application for membership being refused.

8.—Grand Council shall have absolute power and discretion in deciding upon any application and its decision shall be final, and it shall not be bound to give any reason for its decision.

9.—Grand Council may from time to time fix the annual subscription to be paid by Members. Until so otherwise fixed the annual subscription shall be £1, but Grand Council may, if it thinks fit, accept a sum of £5, or such other sum as it may from time to time decide, in commutation of all future annual subscriptions due from a Member or an applicant for membership.

10.—All annual subscriptions shall be payable in advance on the 1st day of January in every year except that the first annual subscription of a person admitted to membership shall be payable on his application for admission.

11.—Persons applying for admission before the 1st day of July in any year shall pay the full annual subscription for that year, but those applying on or after the 1st day of July shall pay one-half of a full year's subscription only.

12.—Grand Council shall have power to remit or reduce the annual subscription or arrears of the annual subscription of any Member in any case where special circumstances in the opinion of Grand Council make such remission or reduction desirable.

SUSPENSION AND CESSER OF MEMBERSHIP

13.—A Member shall *ipso facto* cease to be a Member of the Institute and his name shall be removed from the Register of Members :—

- (a) If his annual subscription (if any) so far as the same has not been previously remitted or reduced by the Institute is in arrear for six months;
- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors, or if he becomes of unsound mind;
- (c) If by notice in writing addressed to the Institute he resigns his Membership;
- (d) If he is excluded from the Institute by Grand Council under the powers conferred by the next following Article.

14.—Any Member who shall, in the opinion of Grand Council, be acting inconsistently with the objects of the Institute or be otherwise unsuitable for membership may be excluded from the Institute by resolution of a majority of at least three-fourths of the Members of Grand Council present and voting at a special meeting of Grand Council convened for the purpose of considering the same. Grand Council shall not be bound to give any reason for its decision. No such resolution shall be passed or have any validity or effect unless the Member concerned has been given a proper opportunity of attending and being heard at the meeting at which the resolution is considered. The Institute in General Meeting may by Special Resolution passed within three months after the resolution for the exclusion of a member annul the exclusion.

15.—Where any Member has ceased to be a member for any reason Grand Council may either unconditionally or under such conditions as to payment of arrears of subscription if any or otherwise as to Grand Council may seem expedient reinstate such person as a Member. But a Member excluded pursuant to the preceding Article shall only be capable of being reinstated by a resolution passed at a meeting of Grand Council at which at least twelve members are present, by votes of not less than two-thirds of the Members present.

16.—Any person ceasing to be a Member of the Institute for any reason shall, nevertheless, remain liable to pay all annual subscriptions and other sums (if any) presently payable by him to the Institute at the date of his ceasing to be a Member, other than his annual subscription for the current year, if his membership ceases by reason of notice of resignation given on or before the 31st day of March in that year.

GENERAL MEETINGS

17.—The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by Grand Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

18.—All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

19.—Grand Council may whenever it thinks fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

20.—Twenty-one days notice at least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution and fourteen days notice at the least of every other General Meeting (exclusive in every case both of the day for which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to the Auditors of the Institute and to such persons as are under these presents or under the Act entitled to receive such notice from the Institute; but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

21.—The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of Grand Council and of the Auditors, the election of Grand Council and Honorary Officers, and the fixing of the remuneration of the Auditors.

23.—No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.

24.—If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the Members present shall be a quorum.

25.—The President or, in his absence, the Chairman or one of the Vice-chairmen of Grand Council, or the Member nominated as Chairman by Grand Council, shall preside as Chairman at every General Meeting, but if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the Members present shall choose some Member of Grand Council, or if no such Member be present, or if all the Members of Grand Council present decline to take the Chair, they shall choose some Member of the Institute who shall be present to preside.

26.—The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

27.—At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three Members present and entitled to vote, or by a Member or Members present and representing one-tenth of the total voting rights of all Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

28.—Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29.—No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

30.—In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

31.—The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

32.—Subject as hereinafter provided, every Member shall have one vote. No Member shall vote by proxy.

33.—Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting, but any accidental omission to enforce this provision shall not invalidate any resolution.

PRESIDENT AND VICE-PRESIDENTS

34.—There shall be a President and Vice-presidents of the Institute who shall be elected by the Institute in General Meeting. The office of President or Vice-president shall be regarded as accorded *honoris causa*, and save in so far as the President may be willing to preside at Annual General Meetings no President or Vice-president as such shall be called upon to perform any duties or be subject to any liability or responsibility for any of the affairs of the Institute. A President or Vice-president shall hold his office until he shall by notice in writing resign the same or the Institute in General Meeting shall resolve that his office be determined. The office of President or Vice-president shall not disqualify the holder from holding any other office in the Institute concurrently therewith.

HONORARY OFFICERS

35.—The Honorary Officers of the Institute shall consist of the Chairman and not more than three Vice-chairmen of Grand Council, the Honorary Secretary, the Honorary Treasurer and the Honorary Secretary of the Scientific Advisory Committee, all of whom must be Members of the Institute. The Honorary Officers shall be appointed at the Annual General Meeting in each year. All such officers shall, save as hereinafter mentioned, be eligible for re-election to the same or any other offices.

36.—From and after the 1st day of January 1955 no Honorary Officer, who shall have held such office continuously during the preceding ten years, shall be eligible for re-election to the same or any other office in the Institute, other than the office of President or Vice-president, unless at the Annual General Meeting next following his completion of such ten years in office he shall be personally proposed and seconded, and re-elected by a majority of at least three-fourths of all the Members of the Institute present and voting at such meeting. Notice in writing of the intention to propose and second the re-election of such retiring Honorary Officer shall be given to the Secretary-General at least twenty-eight days before the Annual General Meeting at which the resolution is to be proposed.

GRAND COUNCIL

37.—Until otherwise determined by a General Meeting, the number of Members of Grand Council shall not be less than twenty.

38.—Grand Council shall consist of the following persons :—

- (a) The Honorary Officers of the Institute for the time being;
- (b) Such persons being Members of the Institute as may be nominated from time to time by any Institution invited by Grand Council to nominate representatives upon Grand Council in manner hereinafter provided;
- (c) Not more than twenty-five other persons (being Members of the Institute) to be selected and appointed by Grand Council before each Annual General Meeting and to hold office (subject to Article 45) from the close of that meeting until the close of the Annual General Meeting next ensuing thereafter;
- (d) Not more than fifty persons (being Members of the Institute) to be elected by the Institute at the Annual General Meeting in every year to hold office (subject to Article 45) from the close of that meeting until the close of the Annual General Meeting next ensuing.

39.—The persons who may be nominated by the Institutions referred to in sub-clause (b) of the last preceding Article hereof shall be nominated at least fourteen days before the Annual General Meeting of the Institute in each year, and shall take office at the close of that meeting and hold the same (subject to Article 45) until the close of the Annual General Meeting next ensuing thereafter. The letter, or other instrument of nomination, shall be sent to the Secretary-General. If any nomination shall not be so made the persons (if any) nominated (or last nominated) during the then current year by the said Institutions respectively and being Members of the Institute shall, if willing to act, be deemed to have been nominated for the ensuing year. At least twenty-eight days' notice of the meeting shall be given to each

of the said Institutions. Any casual vacancy amongst the nominated Members may be filled by the Institution by whom the Member whose place has become vacant was nominated.

40.—Members of Grand Council shall be elected or appointed or take office each year at the Annual General Meeting of the Institute and shall, at the expiration of their year of office, be eligible for re-election, re-nomination, or re-appointment. Any casual vacancy amongst the Members of Grand Council other than the nominated Members may be filled by Grand Council. Any Member appointed or nominated to fill a casual vacancy shall only be entitled to hold office until the close of the Annual General Meeting next following his appointment or nomination.

41.—No person who is not a Member of the Institute shall be eligible to hold office as a Member of Grand Council.

POWERS OF GRAND COUNCIL

42.—The control and management of the Institute shall be vested in Grand Council who may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations, or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of Grand Council which would have been valid if such regulation had not been made.

43.—The Members for the time being of Grand Council may act notwithstanding any vacancy in their body; provided always that in case the Members of Grand Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Grand Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

THE SEAL

44.—The Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of Grand Council, or of a committee of Grand Council duly authorised by Grand Council. Any document to which the Seal of the Institute is affixed shall be signed by such persons as Grand Council shall from time to time prescribe.

DISQUALIFICATION OF MEMBERS OF GRAND COUNCIL

45.—A Member of Grand Council shall *ipso facto* vacate office :—

- (a) If he ceases for any cause to be a Member of the Institute;
- (b) If by notice in writing addressed to the Institute he resigns his office;
- (c) If he ceases to hold office by reason of any order made under Section 188 of the Act;
- (d) If he absents himself from its meetings without the special leave of Grand Council for a continuous period of more than twelve months, and Grand Council passes a resolution that he has by reason of such absence vacated office;
- (e) If by resolution passed by a four-fifths majority of Grand Council present at a meeting whereat not less than two-thirds of the Members thereof shall be present he is removed from office;
- (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ELECTION AND RETIREMENT OF MEMBERS OF GRAND COUNCIL

46.—At the Annual General Meeting to be held in every year all the Members of Grand Council for the time being shall retire from office.

47.—A retiring Member of Grand Council shall retain his office until the dissolution or adjournment of the meeting at which he retires from office.

48.—The Institute shall, at the meeting at which any Member of Grand Council elected pursuant to paragraph (d) of Article 38 retires in manner aforesaid, fill up the vacated office of such Member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of Members of Grand Council elected pursuant to that paragraph, and may at the same meeting elect additional Members within the limit prescribed by the said paragraph.

49.—No person not being a Member of Grand Council retiring at an Annual General Meeting shall, unless recommended by Grand Council for election, be eligible for election to office on Grand Council at any General Meeting as an Honorary officer or as a Member elected under paragraph (d) of Article 38, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary-General notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness

to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than seven nor more than twenty-eight intervening days.

50.—If at any meeting at which an election of Members of Grand Council ought to take place under paragraph (*d*) of Article 38 the places of the retiring Members, or sufficient places to make up the minimum number required by Article 37 are not filled up, the retiring Members or such of them in inverse order of length of service on Grand Council as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the minimum number of Members of Grand Council.

51.—The Institute may from time to time in General Meeting increase or reduce the minimum number of Members of Grand Council.

52.—Any person may be appointed or elected as a Member of Grand Council, whatever his age, without special notice or other special formality, and no Member of Grand Council shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF GRAND COUNCIL

53.—Grand Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, eight shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

54.—The Chairman or any five Members of Grand Council may, and on the request of the Chairman or any five Members of Grand Council the Secretary-General shall, at any time, summon a meeting of Grand Council by notice served upon the several Members of Grand Council. A Member of Grand Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

55.—The Chairman or one of the Vice-chairmen shall preside at all meetings of Grand Council, but if at any meeting neither the Chairman nor any Vice-chairman be present within five minutes after the appointed time for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

56.—A meeting of Grand Council duly convened at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in Grand Council generally.

57.—Grand Council may delegate any of its powers to committees consisting of such Member or Members of the Institute as it thinks fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by Grand Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of Grand Council so far as applicable and so far as the same shall not be superseded by any regulations made by Grand Council as aforesaid.

58.—All acts *bona fide* done by any meeting of Grand Council or of any committee of Grand Council, or by any person acting as a Member of Grand Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of Grand Council.

59.—Grand Council shall cause proper minutes to be made of all appointments of officers made by Grand Council and of the proceedings of all meetings of the Institute and of Grand Council and of committees of Grand Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

STANDING COMMITTEES OF GRAND COUNCIL

60.—Grand Council shall at its first meeting after every Annual General Meeting appoint, from among the Members of the Institute, an Executive Committee and a Scientific Advisory Committee.

61.—The Members of the Executive Committee and of any sub-committee appointed by the Executive Committee shall, save as hereinafter mentioned, be eligible for re-election to the same or any other office.

62.—From and after the 1st day of January 1955 no Member of the Executive Committee or of any sub-committee appointed by the Executive Committee, who shall have held office continuously during the preceding ten years, shall be eligible for re-election to the same or any other office in the Institute, other than the office of President or Vice-president, unless at the Annual General Meeting next following his completion of such ten years in office a separate resolution in the case of each such Member empowering Grand Council to re-elect such Member shall be proposed and seconded and passed by a majority of at least three-fourths of all the Members of the Institute present and voting at such meeting. Notice in writing of the intention to propose

and second a resolution in the foregoing terms shall be given to the Secretary-General at least fourteen days before the Annual General Meeting at which such resolution is to be proposed.

EXECUTIVE COMMITTEE

63.—The Executive Committee shall consist of :—

- (a) The Honorary Secretary, the Honorary Treasurer and the Honorary Secretary of the Scientific Advisory Committee for the time being of the Institute;
- (b) The Chairman and one other Member of the Scientific Advisory Committee;
- (c) The Chairman or one Member of the Finance Subcommittee;
- (d) The Chairman or one Member of the Appeals Subcommittee, and
- (e) Nine Members of Grand Council.

64.—The Executive Committee may at any time and from time to time co-opt further Members of the Institute to its body to fill a casual vacancy, but so that in the case of co-option to fill a casual vacancy caused by the death or retirement of a Member of the Finance Sub-Committee Appeals Sub-Committee or Scientific Advisory Committee the person co-opted to fill such vacancy shall be selected from the Members of the Finance Sub-Committee Appeals Sub-Committee or Scientific Advisory Committee as the case may be.

65.—The functions of the Executive Committee shall be to co-ordinate the work of all committees and sub-committees of the Institute (other than sub-committees of the Scientific Advisory Committee) and to regulate and manage the general executive business and organisation of the Institute in so far as such functions shall be delegated to it by Grand Council.

66.—The Executive Committee may make any regulations for its meetings and proceedings and shall be at liberty to appoint its Chairman and give him (if thought fit) a casting vote and fix its quorum, and generally may regulate its proceedings as it shall think fit.

67.—The Executive Committee shall at its first meeting after the Annual General Meeting in each year appoint from among the Members of the Institute a Finance Sub-Committee and an Appeals Sub-Committee as sub-committees of the Executive Committee, and shall have power to appoint from among the Members of the Institute such other sub-committees as it may deem necessary for the more convenient exercise of its functions and to delegate to them such of its powers and to make such rules for the conduct of the business of any such sub-committee as it may think fit.

68.—A Member of the Executive Committee or of any sub-committee of the Executive Committee shall *ipso facto* vacate office :—

- (a) If he ceases for any cause to be a member of the Institute;
- (b) If by notice in writing addressed to the Institute he resigns his office;
- (c) If he absents himself from meetings of the Committee or sub-committee of which he is a Member without special leave of the Executive Committee for a continuous period of more than twelve months and the Executive Committee passes a resolution that he has by reason of such absence vacated office;
- (d) If by resolution passed by a four-fifths majority of the Executive Committee present at a meeting whereat not less than two-thirds of the Members thereof shall be present he is removed from office.

FINANCE SUB-COMMITTEE

69.—The Finance Sub-committee shall consist of :—

- (a) The Honorary Secretary and the Honorary Treasurer;
- (b) The Chairman of the Executive Committee, and
- (c) Not less than three and not more than eight Members of the Institute.

70.—The functions of the Finance Sub-committee shall be to advise on matters of finance and generally to regulate the financial affairs of the Institute in so far as such duties may be delegated to it. All reports and recommendations of the Finance Sub-committee shall be made to the Executive Committee.

71.—The Finance Sub-committee may make any regulations for its meetings and proceedings and shall be at liberty to appoint its Chairman and give him (if thought fit) a casting vote, and fix its own quorum, and generally may regulate its proceedings as it shall think fit.

APPEALS SUB-COMMITTEE

72.—The Appeals Sub-committee shall consist of :—

- (a) The Honorary Secretary and the Honorary Treasurer;
- (b) The Chairman and Vice-chairman of the Executive Committee;
- (c) The Chairman of any Ladies Committee which may be appointed as a sub-committee of the Executive Committee, and
- (d) Not less than three and not more than eight Members of the Institute.

73.—The functions of the Appeals Sub-committee shall be to collect and to organise the collection of funds by such means as may be deemed expedient for furthering the objects of the Institute in so far as such functions may be delegated to it. All reports and recommendations of the Appeals Sub-committee shall be made to the Executive Committee.

74.—The Appeals Sub-committee may make any regulations for its meetings and proceedings and shall be at liberty to appoint its Chairman and give him (if thought fit) a casting vote, and fix its own quorum, and generally may regulate its proceedings as it shall think fit.

SCIENTIFIC ADVISORY COMMITTEE

75.—The Scientific Advisory Committee shall consist of not more than ten Members. The Medical Research Council and The Royal Society shall have the right from time to time jointly to nominate five persons to be Members of the Scientific Advisory Committee, and Grand Council shall have the right to appoint four other Members and the Chairman, who shall in the case of an equality of votes have a second or casting vote. In the event of the Medical Research Council and The Royal Society failing at any time jointly to nominate such five persons (or jointly nominating less than five persons) as aforesaid Grand Council shall be entitled to appoint five additional Members of the Scientific Advisory Committee or such number of additional Members (being less than five) as shall make up (together with the Members jointly nominated as aforesaid) five additional Members of the Scientific Advisory Committee.

76.—The Members of the Scientific Advisory Committee shall be elected annually by Grand Council and shall at the expiration of their year of office be eligible for re-election. If the Medical Research Council and The Royal Society shall not, at least fourteen days prior to the meeting of Grand Council at which re-election of Members of the Scientific Advisory Committee is to take place, jointly notify Grand Council of their intention to nominate other persons in the place of the persons (or any of them) nominated (or last nominated) for the then current year, such last mentioned persons shall be deemed to have been jointly nominated for the ensuing year and shall accordingly be put forward at such meeting for re-election. Grand Council shall cause at least forty-two days previous notice of such meeting to be given to the Medical Research Council and to The Royal Society respectively.

77.—Any casual vacancy upon the Scientific Advisory Committee may (if among the Members jointly nominated by the Medical Research Council and The Royal Society) be filled up by those Institutions by a joint nomination. Any casual vacancy (if among the Members appointed by Grand Council) may be filled up by Grand Council. Any person so nominated or appointed to fill any casual vacancy shall hold

office only until, and shall retire at, the meeting of Grand Council next following his nomination, but shall retain office until the conclusion of the meeting at which he retires.

78.—Notice of intention to propose any Member of the Institute (other than a person nominated by the Medical Research Council and The Royal Society as aforesaid) for election upon the Scientific Advisory Committee shall be given to the Secretary-General not less than fifteen days before the day of the meeting of Grand Council at which the proposal will be made, but such notice shall not be required in the case of a Member retiring at the meeting.

79.—Any person elected to serve and agreeing to serve on the Scientific Advisory Committee and not already being a Member of the Institute shall forthwith sign and deliver to the Secretary-General a written acknowledgment of his willingness to become a Member and shall thereupon *ipso facto* become a Member of the Institute. If he does not sign and deliver such acknowledgment within fourteen days after his election, his election shall be void.

80.—The functions of the Scientific Advisory Committee shall be to consider, advise, and report upon, any recommendations referred to it by Grand Council or the Executive Committee, and to advise and report upon the steps to be taken in relation to research work. All recommendations of the Scientific Advisory Committee shall normally be made to Grand Council through the Executive Committee.

81.—The Scientific Advisory Committee shall have power to appoint from among the Members of the Institute such sub-committees as it may deem necessary for the more convenient exercise of its functions, and to delegate to them such of its powers, and to make such rules for the conduct of the business of any such sub-committee as it may think fit.

82.—The Scientific Advisory Committee may make any regulations for its meetings and proceedings and fix its quorum, and generally may regulate its proceedings as it shall think fit.

83.—A Member of the Scientific Advisory Committee shall *ipso facto* vacate office :—

- (a) If he ceases for any cause to be a Member of the Institute;
- (b) If by notice in writing addressed to the Institute he resigns his office;
- (c) If he absents himself from its meetings without the special leave of the Scientific Advisory Committee for a continuous period of more than twelve months;
- (d) If by resolution passed by a four-fifths majority of the Scientific Advisory Committee present at a meeting whereat not less than two-thirds of the Members thereof shall be present he is removed from office.

ANNUAL REPORT

84.—Grand Council shall in every year cause to be prepared and printed a report of the work carried on by the Institute during the preceding year.

ADMINISTRATIVE OFFICERS AND SERVANTS

85.—There shall be a Secretary-General who shall be the Chief Administrative Officer of the Institute. He shall be appointed and the terms of his appointment fixed by Grand Council.

86.—Grand Council may appoint such Secretaries, and other administrative officers and servants for permanent, temporary or special services as it may think proper, and may determine the powers and duties, and fix the salaries and emoluments (if any) of the persons so appointed, and may suspend or remove any such officers or servants as it may think proper in accordance with the provisions of the Articles of Association for the time being of the Institute. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

ACCOUNTS

87.—Grand Council shall cause proper books of account to be kept with respect to :—

- (a) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (b) All sales and purchases of goods by the Institute, and
- (c) The assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

88.—The books of account shall be kept at the office, or subject to Section 147 (3) of the Act, at such other place or places as Grand Council shall think fit, and shall always be open to the inspection of the Members of Grand Council.

89.—The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of Members at all reasonable times during business hours.

90.—At the Annual General Meeting in every year Grand Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not

more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of Grand Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Act.

AUDIT

91.—Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

92.—Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of Grand Council being treated as the Directors mentioned in those Sections.

NOTICES

93.—A notice may be served by the Institute upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

94.—Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only Members described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

95.—Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

DISSOLUTION

96.—Clause 10 of the Memorandum of Association of the Institute relating to the winding-up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

